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GUNGOLL CATTLE, LLC, LEAH GUNGOLL, MORRISON CAFÉ, LLC, GARY
LESH, JAN LESH, LESH FAMILY TRUST, JARED LESH, JORDAN LESH, LLC,
JOEL BROOKSHIRE, GENE BROOKSHIRE FAMILY, LP, DOUGLAS FINLEY,
SCARLET AND BLACK CATTLE, LLC, BRYAN BLACKMAN, STEVE T SCOTT
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ROBERT BRAUN, JIM RININGER, ROBERT SPRING, MICHAEL EVANS,
MIRANDA EVANS, CHARLES LOCKWOOD, COLE LOCKWOOD, SHERLE
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*ATTORNEYS FOR PRIEST CATTLE COMPANY, LTD, PRIEST VICTORY
INVESTMENT LLC, W. ROBBIE RUSSELL LIVING TRUST, AND EDDIE
STEWART*

**IN THE UNITED STATES BANKRUPTCY
COURT FOR THE NORTHERN DISTRICT OF
TEXAS AMARILLO DIVISION**

IN RE: McCLAIN FEED YARD, INC., McCLAIN FARMS, INC., AND 7M CATTLE FEEDERS, INC., Debtors.	Case No. 23-20084-swe Chapter No. 7 Jointly Administered
IN RE: 2B FARMS, a Texas General Partnership, et al., Debtors.	Case No. 23-50096-swe Chapter No. 12 Jointly Administered
IN RE:	

<p>AGTEXAS FARM CREDIT SERVICES; AGTEXAS, PCA; AND THORLAKSON DIAMOND T FEEDERS, LP</p> <p>Plaintiffs,</p> <p>and</p> <p>EDWARD DUFURRENA et al., Intervenor-Plaintiffs</p> <p>v.</p> <p>RABO AGRIFINANCE, LLC et al.,</p> <p>Defendants</p>	<p>ADV. PROC. NO. 24-02007-swe</p> <p>(Consolidated Adversary Proceeding)</p>
<p>IN RE:</p> <p>HTLF BANK, as successor to FIRST BANK & TRUST,</p> <p>Plaintiffs, Counter-Defendant, and Cross-Claim Defendant,</p> <p>v.</p> <p>2B FARMS, a Texas General Partnership, et al., TERRY M. ROBINSON, and REBECCA A. ROBINSON,</p> <p>Defendants, Counterclaim-Plaintiffs, Third-Party Plaintiffs and Third-Party Counterclaim Defendants,</p> <p>v.</p> <p>RABO AGRIFINANCE LLC and MECHANICS BANK,</p> <p>Third-Party Defendants, and as to Rabo AgriFinance LLC only, Third-Party Counterclaim Plaintiff and Cross-Claim Plaintiff.</p>	<p>ADV. PROC. NO. 24-02007-swe</p> <p>(Consolidated Adversary Proceeding)</p>

PLAINTIFFS' AND INTERVENOR-PLAINTIFFS' EXHIBIT AND DEMONSTRATIVE EXHIBIT LIST

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Plaintiffs AgTexas Farm Credit Services, AgTexas PCA, and Thorlakson Diamond T. Feeders, LP and Intervenor-Plaintiffs¹ (collectively "Plaintiffs") file this Exhibit and Demonstrative Exhibit List for the hearing set for June 12, 2025 on Plaintiffs' and Intervenor-Plaintiffs' Emergency Motion to Extend Deadlines to Respond to Certain Motions to Dismiss and to Continue All Hearings on Same [Dkt. 160] and would show the Court as follows:

I.

EXHIBITS AND DEMONSTRATIVE EXHIBIT LIST

- A. Chart of depositions and participants (attached as Exhibit A to Dkt. 160);
- B. Email string of May 2025 regarding Rabo's request for extension with proposed Stipulated Motion and Order (attached as Exhibit B to Dkt. 167); and
- C. Demonstrative Aid – Chart of Adversary Proceedings.

Plaintiffs reserve the right to offer any exhibit designated by other parties and present exhibits for rebuttal or impeachment purposes and to offer any documents or pleadings filed in this bankruptcy proceeding.

Plaintiffs reserve the right to supplement or amend this list any time prior to the hearing.

¹ The Intervenor-Plaintiffs are Edward Dufurrena, Open A Arena, LLC, Dennis Buss, Buss Family Trust, Eddie Bryant, Robert E Gray, Ronnie Gray, Gray Brothers, Craig Sutton, Amy Sutton, Steve Ryan, Janice Lawhon, AJ Jacques Living Trust, Gungoll Cattle, LLC, Leah Gungoll, Morrison Cafe, LLC, Gary Lesh, Jan Lesh, Lesh Family Trust, Jared Lesh, Jordan Lesh, LLC, Joel Brookshire, Gene Brookshire Family, LP, Douglas Finley, Scarlet and Black Cattle, LLC, Bryan Blackman, Steve T Scott Farm, Inc., Scott Livestock Company, Inc., Arnold Braun Trust, Robert Braun, Jim Rininger, Robert Spring, Michael Evans, Miranda Evans, Charles Lockwood, Cole Lockwood, Sherle Lockwood, Nikki Lockwood, Lyndal Van Buskirk, Janet Van Buskirk, Colby Van Buskirk, Susan Van Buskirk, Jimmy Greer, Dustin Johnson, Dora Blackman, Ridgefield Capital Asset Management, LP, Robert Ellis, Carraway Cattle, LLC, Big Seven Capital Partners, LLC, Richard Carraway, Drew Phillips, Barry Phillips, Priest Cattle Company, Ltd, Priest Victory Investment, LLC, Wiley Roby Russell, Jr., Trustee of the W. Robbie Russell Living Trust, and Eddie Stewart.

Respectfully submitted,

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By: /s/ David L. LeBas
David L. LeBas

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SERVICES AGTEXAS, PCA AND THORLAKSON
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By: /s/ John Massouh
John Massouh

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James D. Bradbury

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CERTIFICATE OF SERVICE

I hereby certify that on June 11, 2025, the foregoing document was filed with the Clerk of the Court in the foregoing case using the CM/ECF system, which sent notice of electronic filing to all electronic filing users in this case.

/s/ David L. LeBas
David L. LeBas

EXHIBIT A

<u>Witness</u>	<u>Date of Deposition</u>	<u>Place of Deposition</u>	<u>Parties Represented</u>	<u>Questioned By</u>
Crystal McClain	7/14/2024	Law Offices of Farmer & Wright, Paducah, Kentucky	<p>For Rabo AgriFinance: Michael R. Johnson</p> <p>For HTLF Bank: John Lovell</p> <p>For AgTexas and Thorlakson: David L. LeBas</p> <p>For 2B Farms Terry and Rebecca Robinson: Todd J. Johnston</p> <p>For MAP Enterprises: Thomas A. Swafford</p> <p>For Trustee Kent Ries: Hudson Jobe</p> <p>For Dennis Buss, et al.: John Massouh</p> <p>For Ridgefield Capital Asset Managment, Robert Ellis, Drew Phillips, Barry Phillips, Robert Carraway, Carraway Cattle, LLC, and Big Seven Cattle, LLC: Amber Miller</p> <p>For Mechanics Bank: Alex Brakefield</p> <p>For Witness Crystal McClain: Marcus H. Herbert</p>	<p>Direct: Michael Johnson</p> <p>Cross: John Lovell</p>

<u>Witness</u>	<u>Date of Deposition</u>	<u>Place of Deposition</u>	<u>Parties Represented</u>	<u>Questioned By</u>
Meagan Goad	7/16/2024	Law Offices of Farmer & Wright, Paducah, Kentucky	<p>For Rabo AgriFinance: Michael R. Johnson</p> <p>For HTLF Bank: John Lovell</p> <p>For AgTexas and Thorlakson: David L. LeBas</p> <p>For 2B Farms Terry and Rebecca Robinson: Todd J. Johnston</p> <p>For MAP Enterprises: Thomas A. Swafford</p> <p>For Trustee Kent Ries: Hudson Jobe</p> <p>For Dennis Buss, et al.: John Massouh</p> <p>For Wild Forest Cattle: David Kelly</p> <p>For Ridgefield Capital Asset Managment, Robert Ellis, Drew Phillips, Barry Phillips, Robert Carraway, Carraway Cattle, LLC, and Big Seven Cattle, LLC: Amber Miller</p> <p>For Mechanics Bank: Javon Johnson</p> <p>For Witnesses Meagan Goad, William Jedediah Goad, and Kinsey Moreland: Charity Bird, Todd A. Farmer</p>	<p>Direct/Redirect: Michael Johnson</p> <p>Cross: John Lovell, David LeBas, John Massouh</p>

<u>Witness</u>	<u>Date of Deposition</u>	<u>Place of Deposition</u>	<u>Parties Represented</u>	<u>Questioned By</u>
William Jedediah Goad	7/17/2024	Law Offices of Farmer & Wright, Paducah, Kentucky	<p>For Rabo AgriFinance: Michael R. Johnson</p> <p>For HTLF Bank: John Lovell</p> <p>For AgTexas and Thorlakson: David L. LeBas</p> <p>For 2B Farms Terry and Rebecca Robinson: Todd J. Johnston</p> <p>For MAP Enterprises: Thomas A. Swafford</p> <p>For Trustee Kent Ries: Hudson Jobe</p> <p>For Dennis Buss, et al.: John Massouh</p> <p>For Wild Forest Cattle: David Kelly</p> <p>For Ridgefield Capital Asset Managment, Robert Ellis, Drew Phillips, Barry Phillips, Robert Carraway, Carraway Cattle, LLC, and Big Seven Cattle, LLC: Amber Miller</p> <p>For Mechanics Bank: Alex Brakefield</p> <p>For Witnesses Meagan Goad, William Jedediah Goad, and Kinsey Moreland: Charity Bird, Todd A. Farmer</p>	<p>Direct/Redirect: Michael Johnson</p> <p>Cross: David LeBas</p>

<u>Witness</u>	<u>Date of Deposition</u>	<u>Place of Deposition</u>	<u>Parties Represented</u>	<u>Questioned By</u>
Kinsey Moreland	7/17/2024	Law Offices of Farmer & Wright, Paducah, Kentucky	<p>For Rabo AgriFinance: Michael R. Johnson</p> <p>For HTLF Bank: John Lovell</p> <p>For AgTexas and Thorlakson: David L. LeBas</p> <p>For 2B Farms Terry and Rebecca Robinson: Todd J. Johnston</p> <p>For MAP Enterprises: Thomas A. Swafford</p> <p>For Trustee Kent Ries: Hudson Jobe</p> <p>For Dennis Buss, et al.: John Massouh</p> <p>For Wild Forest Cattle: David Kelly</p> <p>For Ridgefield Capital Asset Managment, Robert Ellis, Drew Phillips, Barry Phillips, Robert Carraway, Carraway Cattle, LLC, and Big Seven Cattle, LLC: Amber Miller</p> <p>For Mechanics Bank: Alex Brakefield</p> <p>For Witnesses Meagan Goad, William Jedediah Goad, and Kinsey Moreland: Charity Bird, Todd A. Farmer</p>	<p>Direct: Michael Johnson</p> <p>Cross: David LeBas</p>

<u>Witness</u>	<u>Date of Deposition</u>	<u>Place of Deposition</u>	<u>Parties Represented</u>	<u>Questioned By</u>
Chelsea McClain	7/17/2024	Law Offices of Farmer & Wright, Paducah, Kentucky	<p>For Rabo AgriFinance: Michael R. Johnson</p> <p>For HTLF Bank: John Lovell</p> <p>For AgTexas and Thorlakson: David L. LeBas</p> <p>For 2B Farms Terry and Rebecca Robinson: Todd J. Johnston</p> <p>For MAP Enterprises: Thomas A. Swafford</p> <p>For Trustee Kent Ries: Hudson Jobe</p> <p>For Dennis Buss, et al.: John Massouh</p> <p>For Ridgefield Capital Asset Managment, Robert Ellis, Drew Phillips, Barry Phillips, Robert Carraway, Carraway Cattle, LLC, and Big Seven Cattle, LLC: Amber Miller</p> <p>For Mechanics Bank: Alex Brakefield</p> <p>For Witness Chelsea McClain: Stephen Barnes</p>	Direct: Michael Johnson

<u>Witness</u>	<u>Date of Deposition</u>	<u>Place of Deposition</u>	<u>Parties Represented</u>	<u>Questioned By</u>
Johnny Earp	12/6/2024	Law Offices of McWhorter Cobb and Johnson, LLP, Lubbock Texas	<p>For HTLF: John H. Lovell</p> <p>For AgTexas and Thorlakson: David L. LeBas</p> <p>For 2B Farms: Timothy T. Pridmore, Todd J. Johnston</p> <p>For Dennis Buss, et al.: John F. Massouh, Abel Leal</p> <p>For Shawn Ragland: Dallas Flick</p> <p>For Rabo AgriFinance: Heath Hendricks</p> <p>For Mechanics Bank: Javon Johnson</p> <p>For Ridgefield Capital Group: Amber Miller</p> <p>For Trustee Kent Ries: Hudson M. Jobe</p>	<p>Examination by: John Lovell, David LeBas, Timothy Pridmore, John Massouh, Dallas Flick, Heath Hendricks, Abel Leal</p>

<u>Witness</u>	<u>Date of Deposition</u>	<u>Place of Deposition</u>	<u>Parties Represented</u>	<u>Questioned By</u>
Jason Dunn	2/4/2025	DoubleTree by Hilton, Evansville, IN	<p>For AgTexas and Thorlakson: David L. LeBas</p> <p>For HTLF: John H. Lovell, Matthew S. Merriott</p> <p>For Dennis Buss, et al.: John F. Massouh, Abel A. Leal</p> <p>For 2B Farms, et al.: Timothy T. Pridmore</p> <p>For Rabo AgriFinance: Michael Johnson</p> <p>For Mechanics Bank: Javon Johnson</p> <p>For Priest Cattle Company, LTD, et al.: Kyle Weldon</p> <p>For Ridgefield Capital Group: Amber Miller</p> <p>For Shawn Ragland: Dallas Flick</p> <p>For Trustee Kent Ries: Hudson M. Jobe</p> <p>For Meagan Goad: Gabriel Dennery</p>	<p>Questions by: David LeBas, John Massouh, Michael Johnson, John Lovell, Timothy Pridmore</p>

<u>Witness</u>	<u>Date of Deposition</u>	<u>Place of Deposition</u>	<u>Parties Represented</u>	<u>Questioned By</u>
Chip Lawson	2/5/2025	DoubleTree by Hilton, Evansville, IN	<p>For AgTexas and Thorlakson: David L. LeBas</p> <p>For HTLF: John H. Lovell, Matthew S. Merriott</p> <p>For Dennis Buss, et al.: John F. Massouh, Abel A. Leal</p> <p>For 2B Farms, et al.: Timothy T. Pridmore, Todd J. Johnston</p> <p>For Rabo AgriFinance: Michael Johnson</p> <p>For Mechanics Bank: Javon Johnson</p> <p>For Priest Cattle Company, LTD, et al.: Kyle Weldon</p> <p>For Ridgefield Capital Group: Amber Miller</p> <p>For Shawn Ragland: Dallas Flick</p> <p>For Trustee Kent Ries: Alan Dabdoub</p> <p>For Meagan Goad: Charity Bird</p>	<p>Questions by: David LeBas, John Massouh, John Lovell, Timothy Pridmore</p>

<u>Witness</u>	<u>Date of Deposition</u>	<u>Place of Deposition</u>	<u>Parties Represented</u>	<u>Questioned By</u>
Doug Williams	5/13/2025	Law Offices of Sprouse Shrader Smith, PLLC, Amarillo, Texas	<p>For Trustee Kent Ries: Farsheed Fozouni</p> <p>For 2B Farms and the Robinson Family: Timothy T. Pridmore</p> <p>For AgTexas and Thorlakson: David L. LeBas</p> <p>For Dennis Buss, et al.: John F. Massouh, Abel A. Leal, Josh Kundert</p> <p>For Rabo AgriFinance: Michael R. Johnson</p> <p>For HTLF Bank: Matthew S. Merriott, John H. Lovell</p> <p>For Shawn Ragland: Dallas Flick</p> <p>For Ridgefield Capital Asset Management: Amber S. Miller</p> <p>For Meagan Goad: Charity Bird</p>	Examination by: David LeBas, Matthew Merriott, Timothy Pridmore, Abel Leal
Jo Deckard	5/13/2025	Law Offices of Sprouse Shrader Smith, PLLC, Amarillo, Texas	<p>For Trustee Kent Ries: Farsheed Fozouni</p> <p>For 2B Farms and the Robinson Family: Timothy T. Pridmore</p> <p>For AgTexas and Thorlakson: David L. LeBas</p> <p>For Dennis Buss, et al.: John F. Massouh, Abel A. Leal, Josh Kundert</p> <p>For Rabo AgriFinance: Michael R. Johnson</p> <p>For HTLF Bank: Matthew S. Merriott, John H. Lovell</p> <p>For Shawn Ragland: Dallas Flick</p>	Examination by: David LeBas, John Massouh, Matthew Merriott, Timothy Pridmore

<u>Witness</u>	<u>Date of Deposition</u>	<u>Place of Deposition</u>	<u>Parties Represented</u>	<u>Questioned By</u>
Ann Michelle Stockett	5/14/2025	Law Offices of Sprouse Shrader Smith, PLLC, Amarillo, Texas	<p>For 2B Farms and the Robinson Family: Timothy T. Pridmore</p> <p>For AgTexas and Thorlakson: David L. LeBas</p> <p>For Dennis Buss, et al.: John F. Massouh, Abel A. Leal, Josh Kundert</p> <p>For Rabo AgriFinance: Michael R. Johnson</p> <p>For HTLF Bank: Matthew S. Merriott, John H. Lovell</p> <p>For Priest Cattle Company, LTD, et al.: Kyle Weldon</p>	<p>Examination by: David LeBas, John Massouh, Matthew Merriott, Timothy Pridmore</p>



RE: Consolidated Adversary Proceeding - No. 24-02007

From Matthew Cannon <mcannon@rqn.com>

Date Thu 2025-05-01 11:02 PM

To Amber Miller <amiller@cdmlaw.com>; john.massouh@sprouselaw.com <john.massouh@sprouselaw.com>

Cc Timothy T. Pridmore <tpridmore@mcjllp.com>; Michael Johnson <MJohnson@rqn.com>; David LeBas <DLeBas@namanhowell.com>; Jennifer Aucoin <jaucoin@namanhowell.com>; Tom.Riney@uwlaw.com <Tom.Riney@uwlaw.com>; Hudson Jobe <hjobe@jobelawpllc.com>; cbird@kaplanjohnsonlaw.com <cbird@kaplanjohnsonlaw.com>; Lynn Butler <lynn.butler@huschblackwell.com>; todd@farmerwright.com <todd@farmerwright.com>; Dallas Flick <dflick@cwllaw.com>; Rick Illmer <rick.illmer@huschblackwell.com>; Todd J. Johnston <tjohnston@mcjllp.com>; John H. Lovell <john@lovell-law.net>; mmerriott@mhba.com <mmerriott@mhba.com>; Kent Ries <kent@kentries.com>; Josh Kundert <josh.kundert@sprouselaw.com>; Abel Leal <abel@leal.law>; jim@bradburycounsel.com <jim@bradburycounsel.com>; Kyle Weldon <kyle@bradburycounsel.com>; Alan Dabdoub <adabdoub@lynnllp.com>

Thanks, everybody. Greatly appreciated. We will get it on file Friday morning.

Matt

From: Amber Miller <amiller@cdmlaw.com>

Sent: Thursday, May 1, 2025 8:08 PM

To: John Massouh <john.massouh@sprouselaw.com>

Cc: Matthew Cannon <mcannon@rqn.com>; Timothy T. Pridmore <tpridmore@mcjllp.com>; Michael Johnson <MJohnson@rqn.com>; David LeBas <DLeBas@namanhowell.com>; Jennifer Aucoin <jaucoin@namanhowell.com>; Tom.Riney@uwlaw.com; Hudson Jobe <hjobe@jobelawpllc.com>; cbird@kaplanjohnsonlaw.com; Lynn Butler <lynn.butler@huschblackwell.com>; todd@farmerwright.com; Dallas Flick <dflick@cwllaw.com>; Rick Illmer <rick.illmer@huschblackwell.com>; Todd J. Johnston <tjohnston@mcjllp.com>; John H. Lovell <john@lovell-law.net>; mmerriott@mhba.com; Kent Ries <kent@kentries.com>; Josh Kundert <josh.kundert@sprouselaw.com>; abel@leal.law; jim@bradburycounsel.com; Kyle Weldon <kyle@bradburycounsel.com>; Alan Dabdoub <adabdoub@lynnllp.com>; Matthew Muckleroy <mmuckleroy@cwllaw.com>; Michael Duncan <mduncan@namanhowell.com>; Heath Hendricks <heath.hendricks@uwlaw.com>; Liz Beidoun <lbeidoun@rqn.com>

Subject: Re: Consolidated Adversary Proceeding - No. 24-02007

Agree.

Thank you.

On May 1, 2025, at 8:13 PM, John Massouh <john.massouh@sprouselaw.com> wrote:

Agree

John Massouh
Sprouse Shrader Smith, PLLC
806-468-3337

Document Page 19 of 39
On May 1, 2025, at 6:30 PM, Matthew Cannon <mcannon@rqn.com> wrote:

Thank you Tim and David. Attached is a draft Stipulation for a response deadline of May 26.

Would James, John, and Amber please let us know if you are likewise willing to stipulate? Thank you.

From: Timothy T. Pridmore <tpridmore@mcjllp.com>
Sent: Thursday, May 1, 2025 2:15 PM
To: Michael Johnson <MJohnson@rqn.com>; David LeBas <DLeBas@namanhowell.com>; Matthew Cannon <mcannon@rqn.com>; Jennifer Aucoin <jaucoin@namanhowell.com>; tom.riney@uwlaw.com; Hudson Jobe <hjobe@jobelawpllc.com>; cbird@kaplanjohnsonlaw.com; Butler, Lynn <lynn.butler@huschblackwell.com>; todd@farmerwright.com; Dallas Flick <dflick@cwl.law>; Illmer, Rick <rick.illmer@huschblackwell.com>; Todd J. Johnston <tjohnston@mcjllp.com>; John H. Lovell <john@lovell-law.net>; mmerriott@mhba.com; Kent Ries <kent@kentries.com>; John Massouh <john.massouh@sprouselaw.com>; Josh Kundert <josh.kundert@sprouselaw.com>; abel@leal.law; amiller@cdmlaw.com; jim@bradburycounsel.com; Kyle Weldon <kyle@bradburycounsel.com>; Alan Dabdoub <adabdoub@lynnllp.com>; Matthew Muckleroy <mmuckleroy@cwl.law>; Michael Duncan <mduncan@namanhowell.com>
Cc: Heath Hendricks (heath.hendricks@uwlaw.com) <heath.hendricks@uwlaw.com>; Liz Beidoun <lbeidoun@RQN.COM>
Subject: RE: Consolidated Adversary Proceeding - No. 24-02007

Mike/Matt,

We agree to the same extension of May 26, 2025.

Regards,
Tim

<image001.png>
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From: Michael Johnson <MJohnson@rqn.com>
Sent: Thursday, May 1, 2025 3:03 PM
To: David LeBas <DLeBas@namanhowell.com>; Matthew Cannon <mcannon@rqn.com>; Jennifer Aucoin <jaucoin@namanhowell.com>; tom.riney@uwlaw.com; Hudson Jobe <hjobe@jobelawpllc.com>; cbird@kaplanjohnsonlaw.com; Butler, Lynn <lynn.butler@huschblackwell.com>; todd@farmerwright.com; Dallas Flick <dflick@cwllaw.com>; Illmer, Rick <rick.illmer@huschblackwell.com>; Todd J. Johnston <tjohnston@mcjllp.com>; Timothy T. Pridmore <tpridmore@mcjllp.com>; John H. Lovell <john@lovell-law.net>; mmmerriott@mhba.com; Kent Ries <kent@kentries.com>; John Massouh <john.massouh@sprouselaw.com>; Josh Kundert <josh.kundert@sprouselaw.com>; abel@leal.law; amiller@cdmlaw.com; jim@bradburycounsel.com; Kyle Weldon <kyle@bradburycounsel.com>; Alan Dabdoub <adabdoub@lynnllp.com>; Matthew Muckleroy <mmuckleroy@cwllaw.com>; Michael Duncan <mduncan@namanhowell.com>
Cc: Heath Hendricks (heath.hendricks@uwlaw.com) <heath.hendricks@uwlaw.com>; Liz Beidoun <lbeidoun@RQN.COM>
Subject: RE: Consolidated Adversary Proceeding - No. 24-02007

Thank you David. I agree it makes sense to see what Kent files before we make any long-term decisions. In the interim, we appreciate the accommodation in moving our deadline to May 26 to correspond with Mechanics Bank.

Todd and Tim—May we have the same extension for our response to the Bo Robinson/2B Farms complaint?

On a somewhat related note, I spoke with Sean Johnstone. While he does not have any current business planned in the panhandle area he is willing to travel to Amarillo for his deposition if the parties will reimburse travel expenses (maybe one night hotel and travel mileage). He is generally available in June other than June 11-14. I also may want to depose Bo Robinson and one or two folks from HTLF so perhaps we can find 3-4 days in June for additional depositions. Thoughts?

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From: David LeBas <DLeBas@namanhowell.com>
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Subject: RE: Consolidated Adversary Proceeding - No. 24-02007

Matt,

Plaintiffs and Intervenors respectfully decline to submit the proposed stipulation and order. If and when the Trustee files a motion, we will respond.

We are willing to agree to extend Rabo's deadline to answer or otherwise respond to our Complaint, currently set for May 2, 2025, pursuant to the Order signed April 11, 2025 (doc. 109) to May 26. This would conform to the date currently set for Mechanics Bank to respond (see doc. 110).

David L. LeBas

Naman Howell Smith & Lee, PLLC
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From: Matthew Cannon <mcannon@rqn.com>

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Cc: Michael Johnson <MJohnson@rqn.com>; Heath Hendricks
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Subject: Consolidated Adversary Proceeding - No. 24-02007

Counsel:

Please find attached hereto for your consideration a draft Stipulated Motion for Order Establishing Deadlines and a proposed order.

In short, the Stipulated Motion/Order sets deadlines in connection with the Trustee's forthcoming motion on standing (what claims belong to the estate) and stays pleadings/responses/etc. pending resolution of the motion. (Depositions are to move forward.)

Specifically, the proposed order provides for the Trustee to file his motion by **May 9**, responses filed by **May 28**, and any reply filed **June 11**.

Given the likely ramifications of the Trustee's motion, we believe the proposed schedule makes sense on a lot of levels and will save the parties significant time and money in the long run. Please let us know if you would be willing to stipulate to the filing of the attached, and please do so by tomorrow (Thursday) so that Rabo (and any other party working on responses to the current pleadings) will know whether they will need to file their motions to dismiss and/or other response/Answer on Friday. Thank you.

Regards,

Matt

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<Stipulation on RAF's Response Deadline to Complaint and TPC.docx>

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Attorneys for Rabo AgriFinance LLC

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
AMARILLO DIVISION**

<p>In re:</p> <p>MCCLAIN FEED YARD, INC., MCCLAIN FARMS, INC., AND 7M CATTLE FEEDERS, INC.</p> <p>Debtors.</p>	<p>CASE NO. 23-20084-rlj7 Chapter No. 7</p> <p>(Jointly Administered Cases)</p>
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*** DRAFT OF 4-30-25 ***

<p>In re:</p> <p>2B FARMS, a Texas General Partnership, et al.,</p> <p>Debtors.</p> <p>AGTEXAS FARM CREDIT SERVICES, AGTEXAS, PCA and THORLAKSON DIAMOND T FEEDERS, LP,</p> <p>Plaintiffs,</p> <p>EDWARD DUFURRENA et al.,</p> <p>Intervenor Plaintiffs,</p> <p>v.</p> <p>RABO AGRIFINANCE LLC et al.,</p> <p>Defendants.</p>	<p>CASE NO. 23-50096-rlj12 Chapter No. 12</p> <p>(Jointly Administered Cases)</p> <p>ADVERSARY NO. 24-02007-rlj</p> <p>(Consolidated Adversary Proceeding)</p>
<p>HTLF BANK, as successor to FIRST BANK & TRUST,</p> <p>Plaintiff, Counter-Defendant, and Cross- Claim Defendant,</p> <p>v.</p> <p>2B FARMS, a Texas General Partnership, TERRY M. ROBINSON, and REBECCA A. ROBINSON,</p> <p>Defendants, Counterclaim-Plaintiffs, Third-Party Plaintiffs and Third-Party Counterclaim Defendants,</p> <p>v.</p>	<p>ADVERSARY NO. 24-02007-rlj</p> <p>(Consolidated Adversary Proceeding)</p>

*** DRAFT OF 4-30-25 ***

<p>RABO AGRIFINANCE LLC and MECHANICS BANK,</p> <p>Third-Party Defendants and, as to Rabo AgriFinance LLC only, Third-Party Counterclaim Plaintiff and Cross-Claim Plaintiff.</p>	
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STIPULATED MOTION FOR ENTRY OF ORDER ESTABLISHING DEADLINES ADDRESSING FILING AND BRIEFING OF TRUSTEE’S FORTHCOMING MOTION TO INTERVENE AND ABATE, AND OTHER CORRESPONDING DEADLINES

Defendant Rabo AgriFinance LLC (“**Rabo**”), Defendant HTLF Bank, as successor to First Bank & Trust (“**HTLF**”), Defendant Mechanics Bank (“**Mechanics**” and, together with Rabo and HTLF, “**Defendants**”), Plaintiffs 2B Farms, Terry M. Robinson, and Rebecca A. Robinson (collectively, “**2B Farms**”), Plaintiffs AgTexas Farm Credit Services, AgTexas, PCA (“**AgTexas**”), Thorlakson Diamond T Feeders, LP (“**Thorlakson**”), and Intervenors Dennis Buss, Buss Family Trust, Eddie Bryant, Robert E. Gray, Ronnie Gray, Gray Brothers, Steven Ryan, Janice Lawhon, AJ Jacques Living Trust, Gungoll Cattle, LLC, Leah Gungoll, Morrison Cafe, LLC, Gary Lesh, Jan Lesh, Lesh Family Trust, Jared Lesh, Jordan Lesh, LLC, Joel Brookshire, Gene Brookshire Family, LP, Douglas Finley, Scarlet and Black Cattle, LLC, Bryan Blackman, Steve T. Scott Farm, Inc., Scott Livestock Company, Inc., Arnold Braun Trust, Robert Braun, Jim Rininger, Robert Spring, Michael Evans, Miranda Evans, Charles Lockwood, Cole Lockwood, Sherle Lockwood, Nikki Lockwood, Lynda Van Buskirk, Janet Van Buskirk, Colby Van Buskirk, Susan Van Buskirk, Jimmy Greer, Dustin Johnson, and Dora Blackman (collectively,

*** DRAFT OF 4-30-25 ***

“**Intervenors**” and, together with 2B Farms, AgTexas, and Thorlakson “**Plaintiffs**”), and Kent Ries, Chapter 7 Trustee of the McClain Debtors (the “**Trustee**”), all through their respective counsel, hereby file this *Stipulated Motion for Entry of Order Establishing Deadlines Addressing the Filing and Briefing of Trustee’s Forthcoming Motion to Intervene and Abate, and Other Corresponding Deadlines* (the “**Stipulated Motion**”). The Plaintiffs, Defendants, and Trustee shall collectively be referred to herein as the “**Parties.**”

INTRODUCTION

The Parties respectfully request that the Court enter the attached Order Establishing Deadlines to address the deadlines related to the critical and consequential issue of what claims belong to the Trustee. Resolution of this issue will have an enormous impact not only on this consolidated adversary proceeding, but on nearly every proceeding in or stemming from the Jointly Administered bankruptcy cases before the Court (collectively, the “**McClain Cases**”).

RELEVANT FACTS

1. The McClain Cases are comprised of the following:
 - a. The Jointly Administered Chapter 7 Case No. 23-20084 (the “**McClain Bankr Cases**”) of the “**McClain Debtors**,” comprised of
 - i. *McClain Feed Yard, Inc.* (Case No. 23-20084);
 - ii. *McClain Farms, Inc.* (Case No. 23-20085);
 - iii. *7M Cattle Feeders, Inc.* (Case No. 23-20086).
 - b. The above-captioned Consolidated Adversary Proceeding No. 25-02007 (the “**Consolidated Adversary Proceeding**”) comprised of
 - i. *HTLF Bank v. 2B Farms et al.*, (Adv. Proc. No. 23-05002) (as part of the Jointly Administered Chapter 12 Case No. 23-50096, *In re 2B Farms, et al.* (“**In re 2B Farms**”));

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- ii. *HTLF v. 2B Farms et al. v. Rabo AgriFinance LLC et al.* (Adv. Proc. No. 23-05002) (as part of In re 2B Farms);
- iii. *AgTexas Farm Credit Services, et al. v. Rabo AgriFinance LLC et al.* (Adv. Proc. No. 23-05002) (as part of McClain Bankr Cases).

- c. The case *Ries v. Community Financial Services Bank et al.*, Adversary Proceeding No. 25-02005 (the “**Trustee v Banks Case**”).
- d. The case *Ries v. Angela Robinson et al.*, Adversary Proceeding No. 25-02003 (the “**Trustee v Investors Case**”).
- e. The case *Rabo AgriFinance LLC v. Acey Livestock, LLC et al.*, Adversary Proceeding No. 23-02005 (the “**Dealer Trust Case**”).

2. The consolidation of the three actions comprising the Consolidated Adversary Proceeding occurred in August 2024, and was in response to a motion filed by the Trustee in May 2024. (*See Motion to Consolidate and Abate filed by Kent Ries, Chapter 7 Trustee of the McClain Debtors, and Alternatively Trustee’s Motion to Intervene and in the Further Alternative, Motion to Enforce Automatic Stay* (the “**Trustee’s First Motion**”) (Dkt. 32); Court’s Order dated August 27, 2024 (the “**Consolidation Order**”) (Dkt. 65).)

3. As outlined in the Trustee’s First Motion, consolidation and abatement were appropriate because many of the claims that had been asserted in the three yet-to-be-consolidated cases were claims that the Trustee argued belonged to the McClain estate/Trustee and could only be asserted by the Trustee. (*See generally* Trustee’s First Motion.)

4. The Consolidation Order acknowledges that “the Trustee is asking the Court to abate these proceedings while he continues to investigate potential McClain *estate* causes of action, which may well overlap with the charges made within the two adversary proceedings.” (Consolidation Order at 9.)

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5. The Court granted this request and abated the consolidated action for 120 days. (*Id.* at 12, 15.)

6. As to the issue of what claims belonged to the Trustee, the Court stated:

As the pleadings presently stand—where the McClain Debtors are not parties to either adversary proceeding—the Court is reluctant to decide if and which specific causes *might* belong to the McClain Debtors’ bankruptcy estates. Relief is not sought against the McClain Debtors. Unless and until the Trustee actually intervenes and asserts actions with overlapping facts *on behalf of the estate*, the Court cannot definitively determine the ownership and rightful party to pursue such actions. The Court is *not* prepared to decide that plaintiffs, as primary plaintiff or by counterclaim or cross action, *cannot* bring the actions they assert here.

(*Id.* at 11-12.)

7. Therefore, the Court denied without prejudice to rearguing the Trustee’s request to intervene and to enforce the stay in connection with the estate’s purported ownership of the claims. (*Id.* at 15.)

8. On March 14, 2025, Plaintiffs filed in the Consolidated Adversary Proceeding amended pleadings, respectively, containing claims against the Defendants for negligence, knowing participation in breach of fiduciary duties, civil conspiracy, and fraudulent transfer, among others. (*See Plaintiffs’ and Intervenors’ Original Federal Complaint Amending and Consolidating their State Court Petitions* (the “**AgTexas Complaint**”) (Dkt. 103); *2B Farms, a Texas General Partnership, Terry M. Robinson and Rebecca A. Robinson’s Second Amended Third-Party Complaint Also Amending and Consolidating Removed State Court Counterclaims Against HTLF Bank* (“**2B Complaint**”) (Dkt. 104)).

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9. Also on March 14, 2025, the Trustee filed in the Trustee v Banks Case *Trustee's Original Adversary Complaint* (the “**Trustee Complaint**”) (Trustee v Banks Case Dkt. 1), wherein the Trustee asserted claims against the Bank Defendants for negligence, knowing participation in breach of fiduciary duties, civil conspiracy, and fraudulent transfer, among others.

10. The claims against Defendants in both the Consolidated Adversary Proceeding and in the Trustee v Banks Case are based largely on the same purported facts. (*Compare* 2B Complaint & AgTexas Complaint *with* Trustee Complaint.)

11. The Trustee intends to soon file in this Consolidated Adversary Proceeding a motion (the “**Trustee's Second Motion**”) to specifically address who “owns” the claims that have been asserted (or could be asserted) in the Consolidated Adversary Proceeding.

12. The Trustee has committed to filing Trustee's Second Motion by no later than May 9, 2025.

ARGUMENT

The filing, briefing, and resolution of the forthcoming Trustee's Second Motion—which motion addresses the crucial question of who may assert what claims—will have an enormous impact on the claims, parties, and future proceedings in the Consolidated Adversary Proceeding, as well as other McClain Cases.

As this Court is likely keenly aware, in deciding “[w]hether the bankruptcy estate or a creditor can pursue a claim against third parties,” courts “focus on whether the creditor has suffered a direct injury or one that is derivative of an injury to the debtor.” *In re Buccaneer Res., LLC*, 912 F.3d 291, 293 (5th Cir. 2019). “If the harm to the creditor comes about only because of harm to

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the debtor, then its injury is derivative, and the claim is property of the estate.” *Id.* But if a claim “does not flow from injury to the debtor,” then it belongs to the creditor. *Id.* This is so even where the unlawful conduct also harms the debtor—meaning that in some instances, “the estate and a creditor may have separate claims against a third party arising out of the same events.” *Id.* And the same is true even if the creditor alleges a claim that “could be brought by a number of creditors, instead of just one.” *In re Seven Seas Petroleum, Inc.*, 522 F.3d 575, 588 (5th Cir. 2008). Rather, the analysis simply turns on whether the alleged injury “stem[s] from the depletion of estate assets.” *Id.* at 295. If a claim belongs to the bankruptcy estate, then the bankruptcy trustee (or other estate representative, including a DIP) has *exclusive* standing to assert that claim. *Id.* at 584.

The case law is replete with examples of estate-exclusive claims. For instance, where a third party lured the debtor into transferring its assets, the injured creditors could not sue even though they had “reduced bankruptcy recovery”; only the estate could. *Id.* at 294 (discussing *In re Lothian Oil, Inc.*, 531 F. App’x 428, 439–40 (5th Cir. 2013)). Similarly, only the estate could sue a “bank for aiding the debtor’s managers to encumber the debtor’s assets with new liens.” *Id.* (discussing *In re R.E. Loans*, 2013 WL 1265205, at *5 (N.D. Tex. Mar. 28, 2013)). And where third parties were alleged to have mismanaged the debtor to the creditor’s detriment, again, the claim against the third parties “belong[ed] exclusively to the estate.” *In re Educators Grp. Health Tr.*, 25 F.3d 1281, 1284–85 (5th Cir. 1994).

The Parties expect that the filing and subsequent briefing of the Trustee’s Second Motion will provide the Court with the facts and law necessary to rule on this issue and otherwise provide critical guidance on how to most efficiently move forward in the McClain Cases. Indeed, the

*** DRAFT OF 4-30-25 ***

Court's ruling could result in potential further consolidations, interventions, abatements and/or dismissal of estate claims, bifurcation/severance of claims, etc., and whether creditors can or should be abated or enjoined from pursuing their own claims (and for how long such abatement should occur). Accordingly, the Parties respectfully request the Court to enter the enclosed Order Establishing Deadlines providing that, among other things, the Trustee will file his Trustee's Second Motion by no later than May 9, 2025, with full briefing on the motion to occur by June.

CONCLUSION

For the reasons outlined above, the Parties respectfully ask the Court to enter the enclosed Order Establishing Deadlines.

DATED: May 1, 2025.

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/s/ Michael R. Johnson

Michael R. Johnson
Attorneys for Rabo AgriFinance LLC

*** DRAFT OF 4-30-25 ***

[ADD SIGNATURES FOR ALL PARTIES]

*** DRAFT OF 4-30-25 ***

CERTIFICATE OF SERVICE

I hereby certify that on May 1, 2025, the foregoing document was filed with the Clerk of the Court using the CM/ECF system, which sent notice of electronic filing to all electronic filing users in this case.

/s/ Michael R. Johnson

Michael R. Johnson

1707100

*** DRAFT OF 4-30-25 ***

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
AMARILLO DIVISION**

<p>In re:</p> <p>MCCLAIN FEED YARD, INC., MCCLAIN FARMS, INC., AND 7M CATTLE FEEDERS, INC.</p> <p>Debtors.</p>	<p>CASE NO. 23-20084-rlj7 Chapter No. 7</p> <p>(Jointly Administered Cases)</p>
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*** DRAFT OF 4-30-25 ***

<p>In re:</p> <p>2B FARMS, a Texas General Partnership, et al.,</p> <p>Debtors.</p> <p>AGTEXAS FARM CREDIT SERVICES, AGTEXAS, PCA and THORLAKSON DIAMOND T FEEDERS, LP,</p> <p>Plaintiffs,</p> <p>EDWARD DUFURRENA et al.,</p> <p>Intervenor Plaintiffs,</p> <p>v.</p> <p>RABO AGRIFINANCE LLC et al.,</p> <p>Defendants.</p>	<p>CASE NO. 23-50096-rlj12 Chapter No. 12</p> <p>(Jointly Administered Cases)</p> <p>ADVERSARY NO. 24-02007-rlj (Consolidated Adversary Proceeding)</p>
<p>HTLF BANK, as successor to FIRST BANK & TRUST,</p> <p>Plaintiff, Counter-Defendant, and Cross- Claim Defendant,</p> <p>v.</p> <p>2B FARMS, a Texas General Partnership, TERRY M. ROBINSON, and REBECCA A. ROBINSON,</p> <p>Defendants, Counterclaim-Plaintiffs, Third-Party Plaintiffs and Third-Party Counterclaim Defendants,</p> <p>v.</p>	<p>ADVERSARY NO. 24-02007-rlj (Consolidated Adversary Proceeding)</p>

*** DRAFT OF 4-30-25 ***

<p>RABO AGRIFINANCE LLC and MECHANICS BANK,</p> <p>Third-Party Defendants and, as to Rabo AgriFinance LLC only, Third-Party Counterclaim Plaintiff and Cross-Claim Plaintiff.</p>	
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**ORDER ESTABLISHING DEADLINES ADDRESSING
FILING AND BRIEFING OF TRUSTEE’S FORTHCOMING MOTION TO
INTERVENE AND ABATE, AND OTHER CORRESPONDING DEADLINES**

Before the Court is the *Stipulated Motion for Order Establishing Deadlines Addressing the Filing and Briefing of Trustee’s Forthcoming Motion to Intervene and Abate, and Other Corresponding Deadlines* (the “**Stipulated Motion**”), which motion was stipulated to by all parties in this Consolidated Adversary Proceeding as well as Kent Ries, Chapter 7 Trustee of the McClain Debtors (the “**Trustee**”).

The Court, having considered the Stipulated Motion, and good cause appearing, hereby **GRANTS** the Stipulated Motion.

IT IS HEREBY ORDERED that the following deadlines apply and supersede all prior or pending deadlines insofar as those deadlines are inconsistent:

1. The Trustee shall file the Trustee’s Second Motion (as that motion is described in the Stipulated Motion) on or before **May 9, 2025**.
2. Responses to the Trustee’s Second Motion shall be filed on or before **May 28, 2025**.
3. Any reply by the Trustee shall be filed by **June 11, 2025**.

*** DRAFT OF 4-30-25 ***

4. All other deadlines, including those for responding to the current pleadings and/or motions to dismiss such pleadings, are stayed pending resolution of the Trustee's Second Motion.

5. Within ten days after the Court's ruling on the Trustee's Second Motion, the Parties are to submit to the Court a proposed schedule for the filing and/or amending of pleadings, and corresponding response deadlines.

DATED: May 1, 2025.

BY THE COURT:

/s/_____

[ADD SIGNATURES FOR ALL PARTIES – APPROVED AS TO FORM]

*** DRAFT OF 4-30-25 ***

CERTIFICATE OF SERVICE

I hereby certify that on May 1, 2025, the foregoing document was filed with the Clerk of the Court using the CM/ECF system, which sent notice of electronic filing to all electronic filing users in this case.

/s/ Michael R. Johnson

Michael R. Johnson

EXHIBIT C

McClain Bankruptcy¹ Adversary Proceedings

Cause No.	Filed Date	Plaintiffs	Defendants	Description
24-02007-swe (consolidated)	4/21/2023	AgTexas, Thorlakson, Intervenors	Rabo AgriFinance, Mechanics, HTLF, Ragland, Goad	Claims against banks, others, for missing cattle
	7/13/2023	HTLF 2B Farms, Robinsons (as counter/third-party pltf's)	2B Farms, Robinsons, Rabo, Mechanics	HTLF claims based on debt owed by Robinsons
	7/13/2023	HTLF	2B Farms, Terry Robinson, Angela Robinson	HTLF claims based on debt owed by Robinsons
25-02003-swe	3/2/2025	Bankruptcy Trustee	Numerous	Trustee's fraudulent transfer/ preference/ subordination claim
25-02005-swe	3/14/2025	Bankruptcy Trustee	Rabo AgriFinance, Mechanics, HTLF, Community Financial Services Bank	Trustee's claim against the banks
23-02005-swe ²	11/27/2023	Rabo AgriFinance	Acey Livestock et al	Rabo Dec Action on Dealer Trust

¹ The McClain bankruptcies are jointly administered under 23-20084-swe7. The Robinson/2B Farms bankruptcies are jointly administered under 23-50096-swe12.

² Not involved in motions to dismiss.